

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11
Residential Capital, LLC, et al., : Case No. 12-12020 (MG)
Debtors. : Jointly Administered
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**DECLARATION OF HOWARD SEIFE IN SUPPORT OF
APPLICATION OF THE EXAMINER FOR ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF CHADBOURNE & PARKE LLP
AS COUNSEL TO THE EXAMINER NUNC PRO TUNC TO JULY 11, 2012**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure,
HOWARD SEIFE declares as follows:

1. I am an attorney-at-law, duly admitted to practice before all of the courts of the State of New York, as well as the United States District Court for the Southern District of New York, among others. I am a member of the firm of Chadbourne & Parke LLP ("Chadbourne" or the "Firm"), which maintains a principal office for the practice of law at 30 Rockefeller Plaza, New York, New York 10112.

2. I submit this declaration (the "Declaration") in connection with the Application (the "Application") dated July 16, 2012 of Arthur J. Gonzalez, Esq., as Examiner (the "Examiner") for Order Authorizing the Retention and Employment of Chadbourne as Counsel to the Examiner Nunc Pro Tunc to July 11, 2012, pursuant to the Court's Order Granting Berkshire Hathaway's Motion to Appoint an Examiner Under 11 U.S.C. § 1104(c), entered June 20, 2012 (the "Examiner Order"). Unless otherwise stated in the Declaration, I have personal knowledge of the facts set forth herein. To the extent that any information disclosed herein requires subsequent amendment or modification upon Chadbourne's completion of further analysis or as additional information regarding creditors and other parties in interest becomes

available, one or more supplemental declarations will be submitted to the Court reflecting the same.

CHADBOURNE'S DISCLOSURE PROCEDURES

3. In connection with this proposed retention, Chadbourne obtained from certain of the Debtors' and Committee's retention filings in these chapter 11 cases a comprehensive list of entities (the "Contact Parties") who may have contacts with the Debtors (the "Retention Checklist"). According to the Retention Checklist, the Contact Parties include, but are not limited to (a) the Debtors and their subsidiaries; (b) the Debtors' foreign subsidiaries; (c) the Debtors' officers and directors; (d) parties to funding agreements with the Debtors; (e) the Debtors' bondholders; (f) the Debtors' landlords and tenants; (g) parties to litigation with the Debtors; (h) attorneys for the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"); (i) judges of the United States Bankruptcy Court for the Southern District of New York and District Court judges in New York; (j) the Debtors' depository banks; (k) the Debtors' consultants and professionals and professionals retained by other significant non-Debtor parties in interest; (l) HELOC investors in the Debtors; (m) counterparties to servicing agreements with the Debtors; (n) significant utility providers to the Debtors; (o) the Debtors' 50 largest unsecured creditors; (p) members of the official committee of unsecured creditors (the "Creditors' Committee"); and (q) certain parties subject to the Creditors' Committee Rule 2004 motion dated June 1, 2012 (the "Rule 2004 Motion Parties"). A copy of the Retention Checklist is attached as Exhibit 1 hereto.

4. Chadbourne caused the names of all the Contact Parties to be input into Chadbourne's conflicts database (the "Conflicts Database") to determine whether Chadbourne has connections to such parties, and, if so, whether such connections relate in any way to the

proposed representation of the Examiner in this case.¹ In addition, on July 12, 2012, Chadbourne solicited information by firm-wide email to all attorneys to determine to what extent Chadbourne has any connections to the parties indentified in Exhibit 1. In each case, except as otherwise noted, the relevant inquiry period was the two-year period preceding the date of this Declaration. In connection with its review, all Chadbourne attorneys were asked whether (a) they represented any of the entities listed on Exhibit 1; (b) they or any close relative (i.e., spouse, children, siblings) are or were a director, officer, person in control, or a relative of a general partner, director, officer, or person in control of, any of the entities appearing on Exhibit 1; (c) they are or were a creditor or owner of equity securities of any of the Debtors; (d) they are or were in a position of control of any of the Debtors, or a relative of a general partner, director, officer or other person in control of, any of the Debtors; (e) they are or were an officer, director, or employee of any of the Debtors; and (f) they are or were representing an insider of any of the Debtors or the Debtors' parents, subsidiaries, or other affiliates.

5. Any matches discovered by search of the Conflict Database or the search described above were identified in a series of reports (the "Conflicts Reports") together with the names of the respective Chadbourne personnel responsible for current or former matters for the identified parties (the "Potential Parties in Interest"). Chadbourne attorneys under my

¹ This Conflicts Database is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is Chadbourne's policy that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflicts Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Chadbourne maintains and systematically updates the Conflict Database in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain the Conflicts Database.

supervision then reviewed the Conflicts Reports and deleted obvious name coincidences. All remaining Potential Parties in Interest are set forth in Exhibit 2 hereto. Based on the Conflicts Reports, it appears that Chadbourne, subject to the disclosures set forth herein and in Exhibit 2, (a) does not hold or represent any interest adverse to the Debtors' estates in connection with these chapter 11 cases, (b) does not hold or represent any interest adverse to and has no connection with the Debtors, their creditors, the United States Trustee, or any party in interest herein and (c) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code. Unless specifically noted in paragraph 6(A) below, fees collected from each of the Potential Parties in Interest that is or was a client of Chadbourne did not comprise more than 1% of Chadbourne's revenue for fiscal year 2011.

6. As stated above, all Potential Parties in Interest are listed in Exhibit 2. In addition, set forth in this paragraph is further information regarding certain Potential Parties in Interest or their affiliates that Chadbourne currently represents or formerly represented, in either case in matters entirely unrelated to the Debtors or these chapter 11 cases, which fall into one or more of the following categories: (a) Rule 2004 Motion Parties and (b) clients from which Chadbourne has collected fees comprising more than 1% of Chadbourne's revenue for fiscal year 2011.

A. Rule 2004 Motion Parties

- Chadbourne had represented White & Case LLP in a certain discrete insurance law matter that was entirely unrelated to the Debtors or these chapter 11 cases but does not currently represent White & Case LLP. In addition, Chadbourne and White & Case LLP are both shareholders in Bar Assurance and Reinsurance, Ltd., a captive insurance company that provides professional liability and malpractice insurance for its shareholder law firms.
- Chadbourne had represented Scottish Re (an affiliate of Cerberus Capital Management, L.P.) in a certain discrete insurance law matter that was entirely unrelated to the Debtors or these chapter 11 cases. This representation ended approximately one year ago. Chadbourne no longer represents this former client.

- Chadbourne currently represents the official committee of unsecured creditors in the Tribune Company, et al. chapter 11 cases (the "Tribune Committee") in which AlixPartners is the Tribune Committee's financial advisors.
- Chadbourne currently represents the Tribune Committee in the Tribune Company, et al. chapter 11 cases in which Moelis & Company is the Tribune Committee's investment banker.

B. Clients Which Represent Over 1% of Chadbourne's Revenue

- Chadbourne has represented and currently represents Citibank, N.A., and certain of its affiliates and subsidiaries (collectively, "Citigroup") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from Citigroup exceeded 1% of Chadbourne's revenue for fiscal year 2011. In addition, Chadbourne has certain revolving credit facilities outstanding with Citibank, N.A.
- Chadbourne has represented and currently represents certain affiliates and subsidiaries of Credit Suisse Group AG (collectively, "Credit Suisse") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from Credit Suisse exceeded 1% of Chadbourne's revenue for fiscal year 2011.
- Chadbourne has represented and currently represents GE Structured Finance, Inc. and other affiliates or subsidiaries of General Electric Corp. in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from GE Structured Finance, Inc. exceeded 1% of Chadbourne's revenue for fiscal year 2011.
- Chadbourne has represented and currently represents Goldman Sachs & Co. and certain of its affiliates and subsidiaries (collectively, "Goldman") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from Goldman were greater than 1%, but did not exceed 2%, of Chadbourne's revenue for fiscal year 2011. The partners principally involved in Chadbourne's representation of Goldman will not be involved in Chadbourne's proposed representation of the Examiner.
- Chadbourne has represented and currently represents certain entities that are affiliates or subsidiaries of the Macquarie Group (collectively "Macquarie") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from Macquarie exceeded 1% of Chadbourne's revenue for fiscal year 2011.
- Chadbourne has represented and currently represents certain affiliates and subsidiaries of Metropolitan Life Insurance Company (collectively, "MetLife") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from MetLife were greater than 1%, but did not exceed 2%, of Chadbourne's revenue for fiscal year 2011. The partners principally involved in Chadbourne's representation of MetLife will not be involved in Chadbourne's proposed representation of the Examiner.

- Chadbourne has represented and currently represents The Royal Bank of Scotland plc and certain of its affiliates and subsidiaries (collectively, "RBS") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from RBS exceeded 1% of Chadbourne's revenue for fiscal year 2011.
- Chadbourne has represented and currently represents Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from Skadden exceeded 1% of Chadbourne's revenue for fiscal year 2011.

7. To the best of my knowledge and information and after diligent inquiry, Chadbourne does not currently represent, and has not within the two-year period prior to the Petition Date represented, the Debtors or any of their related parties, affiliates, partners, or subsidiaries, and Chadbourne will not undertake the representation of the Debtors or related entities during this engagement.

8. To the best of my knowledge and information and after diligent inquiry, neither I, Chadbourne, nor any member, counsel, or associate of the Firm represents any entities or parties in interest other than the Examiner in connection with the above-captioned chapter 11 cases. Moreover, Chadbourne will not undertake the representation of any party other than the Examiner in connection with the Debtors' chapter 11 cases.

9. To the best of my knowledge and information and after diligent inquiry, neither I, Chadbourne, nor any member, counsel, or associate of the Firm is a creditor, equity security holder, or an insider of the Debtors as specified in section 101(14)(A) of the Bankruptcy Code.

10. To the best of my knowledge and information and after diligent inquiry, neither I, Chadbourne, nor any member, counsel, or associate of the Firm has been, within the two-year period prior to the Petition Date, a director, officer, or employee of the Debtors as specified in section 101(14)(B) of the Bankruptcy Code.

11. Chadbourne does not have an interest materially adverse to the interest of the Debtors' estates or (except as a result of its representation of the Examiner as contemplated hereby) of any class of creditors or equity holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors as specified in section 101(14)(C) of the Bankruptcy Code, or for any other reason.

12. To the best of my knowledge and information and after due inquiry, Chadbourne neither holds nor represents any interest adverse to the Debtors, their creditors, or other parties in interest, or their respective attorneys in these chapter 11 cases. Moreover, to the best of my knowledge and information and after due inquiry, Chadbourne is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code.

13. To the best of my knowledge and information and after due inquiry, after reviewing its connections and potential conflicts and conferring with the Examiner concerning these matters, Chadbourne is free to conduct and report upon the investigation of all Rule 2004 Motion Parties and of any other parties whose involvement in the investigation is reasonably foreseeable, and is therefore capable of fulfilling in all respects its duties to the Examiner and the Debtors' estates.

14. To the best of my knowledge and information and after due inquiry, Chadbourne has no connections with the U.S. Trustee or any person employed by the U.S. Trustee or the Bankruptcy Court except as disclosed on Exhibit 2. Names of the individuals employed by the U.S. Trustee, and the Judges of the United States Bankruptcy Court for the Southern District of New York, were included in the conflicts search described in paragraphs 3 and 4, supra.

15. In light of the extensive number of creditors and other parties in interest in these chapter 11 cases, and because the Retention Checklist is not a definitive list of all such creditors and other parties in interest, neither I nor Chadbourne are able to conclusively identify all potential connections. To the extent that I become aware of any additional connections that may be relevant to Chadbourne's representation of the Examiner, I will promptly file a supplemental declaration.

DISCLOSURE OF COMPENSATION

16. As of the date of this Declaration, Chadbourne has received no compensation for its work on behalf of the Examiner.

17. Chadbourne is willing to be retained by the Examiner as the Examiner's counsel and will make appropriate applications to this Court for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and any orders of this Court. Subject to the Court's approval, Chadbourne will be compensated at its standard hourly rates. The current standard hourly rates charged by Chadbourne range from \$675 to \$995 for partners, \$625 to \$845 for counsel, \$395 to \$665 for associates, and \$205 to \$320 for paraprofessionals. These hourly rates are subject to periodic adjustments (typically in November of each year) to reflect economic and other conditions. Prior to any such increase in Chadbourne's rates, Chadbourne shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the U.S. Trustee and any official committee. The supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Examiner has consented to the rate increase. Chadbourne will maintain

detailed records of actual and necessary costs and expenses incurred in connection with the legal services provided to the Examiner.

18. The hourly rates set forth above are Chadbourne's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate Chadbourne for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Chadbourne operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance and reputation, the nature of the work involved and other factors.

19. In addition to the hourly rates set forth above, Chadbourne customarily charges its clients for all costs and expenses incurred in connection with a client's case. These charges include, among other things, long-distance telephone and telecopier charges, mail and express mail charges, special or hand delivery charges, filing fees, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as non-ordinary overhead expenses such as secretarial overtime. Chadbourne will seek reimbursement for such expenses pursuant to, among other things, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York, any applicable guidelines established by the Court or the U.S. Trustee, and any orders of this Court.

20. No agreement exists, nor will any be made, to share any compensation received by Chadbourne for its services rendered to the Examiner in connection with these chapter 11 cases with any entity, person or firm, other than its partners and associates in accordance with Chadbourne's partnership agreement and section 504(b) of the Bankruptcy Code.

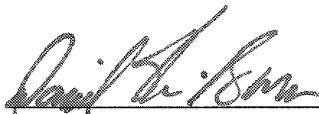
21. For the reasons set forth herein, Chadbourne (i) represents no interest adverse to the Debtors, or their estates, in the matters upon which Chadbourne is to be engaged, and (ii) is a disinterested person. Therefore, Chadbourne is capable of fulfilling its duties to the Examiner and the Debtors' estates.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.



Howard Seife

Sworn to and subscribed
before me this 17th day
of July 2012.



Notary Public

DAVID M. BAVA
NOTARY PUBLIC, State of New York
No. 01BA0175187
Qualified in New York County 15
Commission Expires Oct. 9, 20

EXHIBIT 1

Schedule 1

List of Interested Parties Searched

Debtors and Subsidiaries

ditech, LLC
DOA Holding Properties, LLC
DOA Properties IX (Lots-Other), LLC
EPRE LLC
Equity Investment I, LLC
ETS of Virginia, Inc.
ETS of Washington, Inc.
Executive Trustee Services LLC
GMAC – RFC Holding Company, LLC
GMAC Model Home Finance I, LLC
GMAC Mortgage USA Corporation
GMAC Mortgage, LLC
GMAC Residential Holding Company, LLC
GMAC RH Settlement Service, LLC
GMACM Borrower LLC
GMACM REO LLC
GMACR Mortgage Products, LLC
HFN REO SUB II, LLC
Home Connects Lending Services, LLC
Homecomings Financial Real Estate Holdings, LLC
Homecomings Financial, LLC
Ladue Associates, Inc.
Passive Asset Transactions, LLC
PATI A, LLC
PATI B, LLC
PATI Real Estate Holdings, LLC
RAHI A, LLC
RAHI B, LLC
RAHI Real Estate Holdings, LLC
RCSFJV2004, LLC
Residential Accredit Loans, Inc.
Residential Asset Mortgage Products, Inc.
Residential Asset Securities Corporation
Residential Capital, LLC
Residential Consumer Services of Alabama, LLC
Residential Consumer Services of Ohio, LLC
Residential Consumer Services of Texas, LLC
Residential Consumer Services, LLC
Residential Funding Company, LLC
Residential Funding Mortgage Exchange, LLC
Residential Funding Mortgage Securities I, Inc.
Residential Funding Mortgage Securities II, Inc.
Residential Funding Real Estate Holdings, LLC
Residential Mortgage Real Estate Holdings, LLC
RFC – GSAP Servicer Advance, LLC
RFC Asset Holdings II, LLC
RFC Asset Management, LLC
RFC Borrower LLC
RFC Construction Funding, LLC

RFC REO LLC
RFC SFJV-2002, LLC

Foreign Subsidiaries

Canada Mortgage Acceptance Corporation
Foreign Obligation Exchange, Inc. 2003-H12
Foreign Obligation Exchange, Inc. 2003-H14
Foreign Obligation Exchange, Inc. 2004-H11
Foreign Obligation Export, Inc.
GMAC Financiera S.A. de C.V. Sociedad Financiera
de Objeto Multiple
GMAC Residential Funding of Canada Limited
GMAC-RFC (No. 2) Limited
GMAC-RFC Auritec, S.A.
GMAC-RFC Direct Limited
GMAC-RFC Espana Hipotecas SL
GMAC-RFC Europe Limited
GMAC-RFC Holdings Limited
GMAC-RFC Property Finance Limited
High Street Home Loans Limited
MCA Finance Limited
National Guarantee plc
Private Label Group Limited
Private Label Mortgage Services Limited

Officers and Directors

Abreu, Steven M.
Aretakis, James
Dondzila, Catherine M.
Fleming, Patrick
Hamzehpour, Tammy
Harney, Anthony J.
Hills, Garry
Horner, Jill M.
III, Edward F. Smith,
Ilany, Jonathan
Mack, John E.
Marano, Thomas
Meyer, Darsi
Nees, Louis A.
Pensabene, Joseph A.
Riddle, Mindy
Strauss, Thomas M.
Tyson, William N.
West, Pamela E.
Whitlinger, James
Wilkinson, Winston Carlos

Parties to Funding Agreements

Ally Financial Inc (f/k/a GMAC Inc.)

Barclays Bank PLC
Citibank, N.A.
Wells Fargo Bank, N.A.
BMMZ Holdings LLC
US Bank National Association
Deutsche Bank Trust Company Americas

TD Ameritrade Clearing, Inc.
Timber Hill LLC
UBS Financial Services LLC
UBS Securities LLC
Vanguard Marketing Corporation
Western Asset Management Company

Bondholders

AllianceBernstein Advisors
American Enterprise Investment Services Inc.
Appaloosa Management L.P.
Bank of New York Mellon, (The)/Barclays Capital - London
Bank of Nova Scotia/CDS
BARC/FIXED
Barclays Capital Inc. /LE
Berkshire Hathaway Inc.
BlackRock Global Investors
Charles Schwab & Co., Inc.
CITIBK/GRP
Citigroup Global Markets Inc.
Citigroup Global Markets Inc. /Salomon Brothers
Credit Suisse Securities (USA) LLC
David Lerner Associates, Inc.
Deutsche Bank Securities, Inc.
E*Trade Clearing LLC
Edward D. Jones & Co.
First Clearing, LLC
First Southwest Company
Goldman Sachs International
Goldman, Sachs & Co.
Interactive Brokers Retail Equity Clearing
J.P. Morgan Clearing Corp.
J.P. Morgan Securities LLC
Janney Montgomery Scott Inc.
Loomis Sayles & Company
LPL Financial Corporation
Merrill Lynch Safekeeping
Morgan Stanley & Co. LLC
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Oppenheimer & Co. Inc.
OptionXpress, Inc
P. Schoenfeld Asset Management
Paulson & Co. Inc.
Penson Financial Services, Inc./Ridge.
Pershing LLC
Pentwater Capital Management
Putnam Investment Management
Raymond, James & Associates, Inc.
RBC Capital Markets, LLC
Scottrade, Inc.
Security Investors LLC
Silver Point Capital, L.P.
Stifel, Nicolaus & Company Incorporated
Taconic Capital Advisors, L.P.

Landlords and Tenants

2155 Northpark Lane LLC
2255 Partners, L.P. c/o M. David Paul Development LLC
Avenel Realty Company d / b / a Avenel at Montgomery Square
Brandywine Cityplace LP
BREOF Convergence LP c/o Brookfield Real Estate Opportunity Fund
Business Suites (Texas) LTD
Center Township of Marion County
Del Amo Financial Center, LP
DRA CLP Esplanade LP c/o Colonial Properties Services Ltd Partnership
Euclid Plaza Associates, LLC
GBM Properties, LLC
Homeowners Alliance
Liberty Property Limited Partnership
National Default Servicing, LLC
New Towne Center Inc.
PBC San Jose, LLC
PBC Walnut Creek, LLC
Realty World - Graham/Grubbs and Associates
Regus Management Group LLC
Teachers Insurance and Annuity Association of America c/o Northmarq RES
The Irvine Company LLC
The Office Annex, Inc.
Veridian Credit Union f/k/a John Deere Community Credit Union
W.E.G., Jr., Inc. d / b / a Highland-March Beverly Suites

Parties to Litigation

Acacia Life Insurance Company
Allstate Bank (f/k/a Allstate Federal Savings Bank)
Allstate Insurance Company
Allstate Life Insurance Company
Allstate Life Insurance Company of New York,
Allstate Retirement Plan
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Boilermaker Blacksmith National Pension Trust
Brown County, Ohio
Cambridge Place Investment Management Inc.
Church-Dellinger, Victoria Jean
Columbus Life Insurance Company
Deutsche Zentral-genossenschaftsbank, New York

Branch, d/b/a DZ Bank AG, New York Branch
DG Holding Trust
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Home Loan Mortgage Corporation
Federal Housing Finance Agency
Financial Guaranty Insurance Company
First Colonial Insurance Company
Fort Washington Active Fixed Income LLC
Fort Washington Investment Advisors, Inc.
HSH Nordbank AG
HSH Nordbank AG, Luxembourg Branch
HSH Nordbank AG, New York Branch
HSH Nordbank Securities S.A.
Huntington Bancshares Inc.
IBK Deutsche Industriebank AG
IBK International S.A. (in Liquidation)
Integrity Life Insurance Company
Kennett Capital, Inc.
Kral, Kenneth L.
Laster, Marteal
Massachusetts Mutual Life Insurance Company
MBIA Insurance Corporation
Mitchell, Ruth
Mitchell, Steven
National Credit Union Administration Board
National Integrity Life Insurance Company
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Rio Debt Holdings (Ireland) Limited
Sall, Mohammed A.
Sealink Funding Ltd.
State of Ohio
Stichting Pensioenfonds ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
The Western and Southern Life Insurance Company
Thrivent Balanced Fund
Thrivent Balanced Portfolio
Thrivent Bond Index Portfolio
Thrivent Core Bond Fund
Thrivent Financial Defined Benefits Plan Trust
Thrivent Financial for Lutherans
Thrivent Income Fund
Thrivent Limited Maturity Bond Fund
Thrivent Limited Maturity Bond Portfolio
U.S. Central Federal Credit Union
West Virginia Investment Management Board
Western Corporate Federal Credit Union
Western-Southern Life Assurance Company

U.S. Trustee's Office (Region 2 Trial Attorneys)

Davis, Tracy Hope
Driscoll, Michael
Gasparini, Elisabetta

Golden, Susan
Khodorovsky, Nazar
Masumoto, Brian S.
Morrissey, Richard C.
Nakano, Serene
Riffkin, Linda A.
Schwartz, Andrea B.
Schwartzberg, Paul K.
Velez-Rivera, Andy
Zipes, Greg M.

Bankruptcy Judges (New York)

Bernstein, Stuart M.
Chapman, Shelley C.
Drain, Robert
Gerber, Robert E.
Glenn, Martin
Gropper, Allan L.
Lane, Sean H.
Lifland, Burton R.
Morris, Cecelia G.
Peck, James M.

District Court Judges (New York)

Baer, Harold
Batts, Deborah A.
Berman, Richard M.
Briccetti, Vincent L.
Buchwald, Naomi Reice
Carter, Andrew L.
Castel, P. Kevin
Cedarbaum, Miriam Goldman
Cote, Denise L.
Crotty, Paul A.
Daniels, George B.
Duffy, Kevin T.
Engelmayer, Paul A.
Forrest, Katherine B.
Gardephe, Paul G.
Griesa, Thomas P.
Haight, Charles S.
Hellerstein, Alvin K.
Jones, Barbara S.
Kaplan, Lewis A.
Karas, Kenneth M.
Koeltl, John G.
Marrero, Victor
McKenna, Lawrence M.
McMahon, Colleen
Nathan, Alison J.
Oetken, J. Paul
Owen, Richard
Patterson, Robert P.
Pauley, William H.
Preska, Loretta A.
Rakoff, Jed S.

Ramos, Edgardo
Sand, Leonard B.
Scheindlin, Shira A.
Seibel, Cathy
Stanton, Louis L.
Stein, Sidney H.
Sullivan, Richard J.
Swain, Laura Taylor
Sweet, Robert W.
Wood, Kimba M.

Depositing Banks

Ally Bank
Bank of America, N.A.
Bank of New York Mellon
Citibank, N.A.
Deutsche Bank Trust Company Americas
JPMorgan Chase Bank, N.A.
M&T Bank
State Street Bank and Trust Company
U.S. Bank National Association
Wachovia Bank, National Association

Consultants & Professionals

Barclays Bank PLC
Centerview Partners LLC
Deloitte & Touche
Evercore
Fortress Investment Group, LLC
FTI Consulting, Inc.
Kirkland & Ellis LLP
Kurtzman Carson Consultants LLC
Mayer Brown LLP
Mercer
Nationstar Mortgage, LLC
PricewaterhouseCoopers
Rubenstein Associates, Inc.
Sidley Austin LLP
Skadden, Arps, Slate, Meagher & Flom LLP

HELOC Investors

5th 3rd bank
Aurora Loan Services LLC
Bank One, Texas N.A.
Deutsche Bank National Trust Co.
Everbank
JP Morgan Chase
Macquarie Mortgages USA Inc
Suntrust
The Bank of New York Mellon
Treasury Bank, N.A.
Us Bank, N.A.
Wachovia Bank Na
Wells Fargo Bank, N.A.

Servicing Counterparties

Government Entities and GSEs

Federal Home Loan Mortgage Corporation (Freddie Mac)
Federal Housing Administration (FHA)
Federal National Mortgage Association (Fannie Mae)
Government National Mortgage Association (Ginnie Mae)

Housing and Local Agencies

California Housing Finance Agency
CitiMortgage, Inc., as administrator for Texas
Veterans Land Board
Connecticut Housing Finance Authority
Delaware Housing Authority
Hawaii Housing (Hula Mae)
Housing Opportunities Commission of Montgomery County, Maryland
Mississippi Home Corporation
Neighborhood Housing Services of America and Philadelphia N.H.S.
Oregon Housing and Community Services Department
Redevelopment Authority of the County of Berks
Rural Housing
The Housing and Redevelopment Authority in and for the City of Minneapolis
The Industrial Commission of North Dakota

Mortgage and Monoline Insurers

Ambac
Assured Guaranty Corp.
Cuna Mutual Group Mortgage Insurance Company
FGIC
Financial Security Assurance Inc
General Electric Mortgage Insurance Corporation
Genworth Mortgage Insurance Corporation
MBIA
Mortgage Guaranty Insurance Corp.
PMI Mortgage Insurance Co.
Radian Asset Assurance Inc.
Radian Guaranty Inc.
Republic Mortgage Insurance Company
Triad Guaranty Insurance Corporation
United Guaranty Residential Insurance Company

Trustees

Bank One, National Association
BNY Midwest Trust Company
Chase Bank of Texas, N.A.
Citibank, N.A.
Deutsche Bank National Trust Company
Deutsche Bank Trust Company Americas
HSBC Bank USA, National Association
JPMorgan Chase Bank, N.A.

LaSalle Bank National Association
Security Pacific National Company
The Bank of New York Mellon
U.S. Bank National Association
US National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association
Wilmington Trust Company

Other Counterparties to Servicing Agreements

50 BY 50, LLC
ABN AMRO Mortgage Croup, Inc.
Access National Mortgage Corporation
Ace Home Equity Loan Trust, Series 2007-SL3
ACE Securities Corp.
ACT Mortgage Capital
Advantage Bank
Aegis Mortgage Corporation
Aegon USA Realty Advisors
Alliance Bancorp
Alliance Securities Corp.
Ally Bank
Ally Financial Inc.
Ally Investment Management LLC
Alternative Finance Corporation
Amalgamated Bank of New York
American Equity Mortgage, Inc.
American Home Mortgage
American Home Mortgage Acceptance, Inc.
American Home Mortgage Investment Trust 2005-2
American Home Mortgage Investment Trust 2005-4A
American Home Mortgage Investment Trust 2006-2
American Home Mortgage Investment Trust 2007-A
American Home Mortgage Servicing, Inc.
American Home Mortgage Trust 2004-4
American Home Mortgage Trust 2005-1
American Home Mortgage Trust 2005-2
American Home Mortgage Trust 2005-4A
American Residential Equities XXVII, LLC
American Residential Equities, LLC
Ameriquest Mortgage Company
Andover Bank
Arbor Commercial Mortgage, LLC
Asset Management Holding of South Florida, LLC
Assured Guaranty Municipal Corp
Atlantic Financial Federal
Audobon Savings Bank
Aurora Loan Services Inc.
Aurora Loan Services LLC
Banc of America Funding 2005-3 Trust
Banc of America Funding 2005-8 Trust
Banc of America Funding 2006-1 Trust
Banc of America Funding 2006-4 Trust
Banc of America Funding Corporation
Banc of America Mortgage Capital Corporation

Bancap
Banco Mortgage Company
Banco Popular North America
Bank of America, National Association
Bank of Hawaii
Bank One, Texas, N.A.
Bank Rhode Island
Bank United, FSB
Bankatlantic, A Federal Savings Bank
Bankers Saving
Bankers Trust Company
Banknorth Mortgage
Bay Atlantic Federal Credit Union
Bay Financial Savings Bank, FSB
Bayrock Mortgage Corporation
Bayview Acquisitions, LLC
Bayview Financial Asset Trust
Bayview Financial Property Trust
Bayview Financial Securities Company, LLC
Bayview Financial Trading Group, L.P.
Bayview Financial, L.P.
Bear Stearns Asset Backed Securities I, LLC
Bear Stearns Mortgage Capital Corporation
Bear Stearns Second Lien Trust 2007-1
Bear Stearns Second Lien Trust 2007-SV1
Bell Federal Savings and Loan Association
BellaVista Funding Corporation
Belvedere Trust Finance Corporation
Bluebonnet Savings Bank FSB
BMMZ Holdings LLC
Broadway Federal Bank, FSB
Brothers Bank, FSB
Butte Savings and Loan Association
Caliber Funding, LLC
California Banking Association
California Federal Bank, FSB
California Public Employees' Retirement System
Cambridge Place Collateral Management LLC
Canada Mortgage Acceptance Corporation
Capital Crossing Bank
Capitol Federal Savings and Loan Association
Capstead Mortgage Corporation
CDC Mortgage Capital Inc. (Natixis)
Cenfed Bank, a Federal Savings Bank
Cenlar FSB
CenterState Bank of Florida, N.A.
Central Bank of Jefferson County, Inc.
Century Bank, FSB
CFX Bank
Charter One Bank, FSB
Charter One Bank, N.A.
Chase Manhattan Mortgage Corporation
Chemical Mortgage Company
Citi Financial Mortgage Co., Inc
Citibank (West), FSB
Citigroup Global Markets Realty Corp.

Citigroup Mortgage Loan Trust Inc.	Federal Trust Bank, FSB
CitiMortgage, Inc.	Fidelity Federal Bank
Citizens Bank of Connecticut	Fidelity Savings and Loan
Citizens Bank of Massachusetts	Fifth Third Bank
Citizens Bank of New Hampshire	Financial Asset Securities Corp.
Citizens Bank of Pennsylvania	First Bank Incorporated
Citizens Bank, N.A.	First Bank, Inc.
Citizens Federal Bank, FSB	First Cap Holdings, Inc.
Clayton Fixed Income Services Inc.	First Citizens Bank and Trust Company
Clayton National, Inc.	First Citizens Mortgage Company
CMC Investment Partnership	First Community Bank N.A.
Coastal Banc Capital Corporation	First Federal of Michigan
Coastal Banc SSB	First Federal Savings and Loan Association of Storm Lake
Coastal States Mortgage Corporation	First Guaranty Mortgage Corporation
Collective Federal Savings Bank	First Horizon Home Loan Corporation
Colonial Mortgage Service Company	First Indiana Bank
Comerica Bank	First Internet Bank of Indiana
Community Lending, Incorporated	First Massachusetts Bank, N.A.
Communityone Bank, N.A.	First National Bank and Trust Company
ComUnity Lending, Incorporated	First National Bank of Arizona
Copperfield	First National Bank of El Dorado
Core, Cap Inc.	First Nationwide Mortgage Corporation
Corona Asset Management III, LLC	First NLC
Countrywide Bank, N.A.	First Rate Capital Corporation
Countrywide Home Loans Servicing, LP	First Savings Mortgage Corporation
Countrywide Home Loans, Inc.	First Tennessee Bank National Association
Credit Suisse First Boston Mortgage Securities Corp.	First Tennessee Capital Assets Corporation
CSX	First Trust Savings Bank
CTCE Federal Credit Union	First Union National Bank
CTX Mortgage Company, LLC	First-Citizens Bank & Trust Company
DB Structured Products, Inc.	Firstrust Bank
Deutsche Alt-A Securities, Inc.	Fleet National Bank
Deutsche Bank AG New York Branch	Flex Point Funding Corporation
Deutsche Mortgage Securities, Inc.	Flick Mortgage Investors, Inc.
DLJ Mortgage Acceptance Corp.	FNBA
DLJ Mortgage Capital, Inc.	Fortress Credit Corp.
Dollar Bank, FSB	FPA Corporation
Drawbridge Consumer Funding Ltd	Franklin Bank, SSB
Dynex Securities Corporation	Franklin Credit
E*Trade Bank	Franklin Credit Management Corporation
E*Trade Mortgage	Gateway Credit Union
E*Trade Wholesale Lending Corp.	Gateway Funding Diversified Mortgage Services, LP
EAB Mortgage Company, Inc.	GE Capital Consumer Card Co.
EMC Mortgage Corporation	GE Mortgage Services, LLC
Empire Mortgage X, Inc.	Geneva Mortgage Corporation
Encore Bank and National Association	Germantown Savings Bank
Encore Savings Bank	Gibraltar Savings Association
Erie Savings Bank	Ginn Financial Services, LLC
Eurekabank	Goldman Sachs Mortgage Company
EverBank	Gonzalo Residential Asset Trust
Fairbanks Capital Corp.	Great American First Savings Bank
Fairfax Savings Bank	Great American Savings Bank
Family Bank, FSB	Green Planet Servicing, LLC
Family Lending Services, Inc.	Green Tree Servicing LLC
FBS Mortgage Corporation	GreenPoint Mortgage Funding Trust 2005-HE4
Federal Home Loan Bank of Atlanta	

GreenPoint Mortgage Funding Trust 2006-HE1
GreenPoint Mortgage Funding, Inc.
Greenwich Capital Acceptance, Inc.
Greenwich Capital Financial Products, Inc.
Greenwich Universal Portfolio
GS Mortgage Securities Corp.
GSAA Home Equity Trust 2005-9
GSMPS Mortgage Loan Trust 2005-LT1
GSR Mortgage Loan Trust 2006-AR2
GSR Trust 2007-HEL1
Guardian Savings Bank
Hanover Capital Mortgage Holdings, Inc.
HarborView Mortgage Loan trust 2004-10
Healthcare Employees Federal Credit Union
Home Equity Loan Trust 2005-HS2
Home Equity Loan Trust 2006-HSA2
Home Equity Loan Trust 2006-HSA3
Home Equity Loan Trust 2006-HSA5
Home Equity Loan Trust 2007-HSA1
Home Equity Loan Trust 2007-HSA3
Home Federal Savings & Loan Association of Rome,
Ga.
Home Loan Corporation
Home Loan Series 09-2028
HomeBanc Mortgage
HomEq Servicing Corporation
Horsham Funding Inc.
HSI Asset Securitization Corporation
Hudson & Keyse, LLC
Hudson City Savings Bank
Huntington Federal Savings & Loan Association
Hyperion Capital Group LLC
IMPAC CMB Trust Series 2005-6
IMPAC Funding Companies
IMPAC Funding Corporation
IMPAC Mortgage Holdings, Inc.
IMPAC Secured Assets Corp.
Imperial Credit Industries, Inc.
Independent Bank East Michigan
IndyMac Bank, FSB (now OneWest Bank, FSB)
IndyMac MBS, Inc.
IndyMac Mortgage Holdings, Inc.
ING Bank, FSB
Investment Capital Group
Irwin Union Bank and Trust Company
Ixix Real Estate Capital Inc
Jackson Federal Bank
Just Mortgage, Inc.
Kaiser Federal Bank
Keystone Nazareth Bank & Trust Company
Kidder Peabody Mortgage Capital Corporation
Lacera
Lebank
Lehman Brothers Bank, FSB
Lehman Brothers Holdings Inc.
Lehman Capital, a division of Lehman Brothers Holdings Inc.
Liberty Home Lending, Inc.
Liberty Savings Bank, FSB
Linden Assemblers Federal Credit Union
Litton Loan Servicing, LP
LNV Corporation
Loan Center of California
Loan Link Financial Services
Local #38 and Associates Credit Union
Lomas Mortgage USA, Inc.
Los Angeles County Employees Retirement
Association
Los Angeles Federal Savings
LPP Mortgage Ltd.
Luminent Mortgage Capital, Inc.
Lydian Private Bank
Macquarie Mortgage Funding Trust 2007-1
Macquarie Mortgages USA, Inc.
MAIA Mortgage Finance Statutory Trust
Marine Bank
Market Street Mortgage Corporation
Massachusetts Mutual Life Insurance Co.
Matrix Capital Bank
MB Financial Bank N.A.
Medway Savings Bank
Mellon Bank
Mellon/McMahon Real Estate Advisors Inc.
Merck Sharp & Dohme Federal Credit Union
Mercury Mortgage Finance Statutory Trust
Meridian Mortgage Corporation
Merrill Lynch Bank & Co.
Merrill Lynch Hunton Paige
Merrill Lynch Mortgage Capital Inc.
Merrill Lynch Mortgage Holdings, Inc.
Merrill Lynch Mortgage Investors, Inc.
Merrill Lynch Mortgage Lending, Inc.
Metlife Bank, N.A.
Metrocities Mortgage Corp., LLC
Metropolitan Life Insurance Company
Mid America Bank, FSB
MidFirst Bank
Midland Financial Savings and Loan Association
Mint I, LLC
Mint II, LLC
Money Bank Investment Corporation
Monterey I Holdings
Morgan Stanley Capital I Inc.
Morgan Stanley Mortgage Capital Inc.
Morgan Stanley Mortgage Loan Trust 2005-3AR
Mortgage Asset Securitization Transactions, Inc.
Mortgage Asset Securitization Trust
Mortgage Interest Networking Trust II
Mortgage Investors Corporation
MortgageIT Holdings Inc.
MortgageIT Securities Corp.
MortgageIT Trust 2005-4

MortgageIT, Inc
MRF 3 LLC
Mrit Securities Corporation
Mutual Savings & Loan Association of Charlotte,
N.C.
Mutual Savings Bank
National Bank of Commerce
NETBANK
Network Funding L.P.
Neuwst Equity Partners
New Century Mortgage Securities, Inc.
New Cumberland Federal Credit Union
New Penn Financial, LLC
New York Life Insurance and Annuity Corporation
New York Life Insurance Company
Nomura Asset Acceptance Corporation
Nomura Credit & Capital, Inc.
Nomura Home Equity Loan, Inc.
North Jersey Federal Credit Union, Inc.
Northwest Funding, Inc.
Northwestern National Bank of Minneapolis
Norwest Bank Minnesota, National Association
Norwest Mortgage, Inc.
Ocwen Federal Bank FSB
Ocwen Loan Servicing, LLC
Ohio Savings Bank
Opteum Financial Services, LLC
Option One Mortgage Corporation
Paine Webber Real Estate Securities Inc.
Parkside Lending, LLC
Parkvale Savings Bank
Paul Financial, LLC
People Savings Bank, Inc., SSB
Peoples Heritage Savings Bank
PHH Mortgage
Philadelphia Federal Credit Union
Pinnacle Capital Mortgage Corporation
Pinnacle Financial Corporation
Plaza Home Mortgage, Inc.
PMC Bancorp
PNC Bank, N.A.
PNC Mortgage Securities Corp.
Pomona First Federal Bank and Trust
Principal Asset Markets, Inc.
Principal Bank
Principal Mutual Life Insurance Company
Private Capital Group
Quaker City Bank
Quicken Loans Inc.
RBS Citizens, National Association
Real Time Resolutions, Inc.
Real Time Solutions
Realty Mortgage Corporation
Redlands Federal Bank, FSB
Redwood Trust, Inc.
Reliance Federal Credit Union
Residential Mortgage Assistance Enterprise, LLC
Resolution Capital Advisors, LLC
Ridgewood Savings Bank
Riggs Bank N.A.
Rochester Community Savings Bank
Roosevelt Management Company, LLC
RWI Holdings, Inc.
Ryland Acceptance Corporation Four
SACO I Trust 2005-GP1
SACO I Trust 2006-8
Salomon Brothers Realty Corp.
Saxon Mortgage Funding Corporation
Sea Breeze Financial Services, Inc.
Sebring Capital
Secured Bankers Mortgage Company
Security National
Security Pacific National Bank
Select Portfolio Servicing Inc.
Sequoia Funding Trust
Sequoia Residential Funding, Inc.
Shearson Lehman Government Securities, Inc.
Shellpoint Mortgage LLC
Sierra Pacific Mortgage, Inc
Silver State Financial Services, Inc.
Silvergate Bank
Skyline Financial Corp.
SMFC Funding Corporation
SN Servicing Corporation
SNBOA, LLC
Southbank
Southern Pacific Thrift and Loan Association
SouthStar Funding, LLC
Southwest Savings and Loan Association
Sovereign Bank, FSB
Specialized Loan Servicing LLC
St. Paul Federal Bank for Savings
Stanwich Mortgage Acquisition Company, LLC
Sterling Savings Bank
Steward Financial, Inc.
Stonebridge Bank
Structured Asset Mortgage Investments II Inc.
Structured Asset Mortgage Investments, Inc.
Structured Asset Securities Corporation
Structured Mortgage Investments II Inc.
Summit Savings & Loan Association
Suntrust Asset Funding, LLC
Superior Bank
Susquehanna Bank
Syncora Guarantee Inc.
Taylor, Bean Whitaker
TCF National Bank
TCIF, LLC
TeleBank
Terwin Advisors LLC
Terwin Mortgage Trust 2006-6
Terwin Securitization LLC

The Canada Trust Company
The Chase Manhattan Bank
The First Boston Corporation
The First National Bank of Glens Falls
The Frost National Bank
The Mortgage Store Financial, Inc.
The New York Mortgage Company, LLC
The Travelers Indemnity Company
The Winter Group
Treasury Bank, N.A.
Tri Counties Bank
Tri Country Area Federal Credit Union
Truman Capital Securitization LLC
UBS Real Estate Securities Inc.
UBS Warburg Real Estate Securities Inc.
UBS Warburg, LLC
United Capital Mortgage, LLC
United Federal Savings Bank
United Financial Mortgage Corporation
United Savings Association of Texas, FSB
Unity Bank
Universal Master Servicing, LLC
US Bank Home Mortgage
USAA Federal Savings Bank
Valley Independent Bank
Vermont Mortgage Group, Inc.
Wachovia Bank, National Association
Wachovia Mortgage Corporation
Walter Mortgage Company
Washington Mutual Bank
Washington Mutual Mortgage Securities Corp.
Webster Bank
Western Financial Savings Bank, FSB
WestStar Mortgage, Inc.
Wilshire Credit Corporation
Winter Group
Witmer Funding LLC
WMCC Clayton / Washington Mutual Bank
WMD Capital Markets, LLC

Utilities

Abovenet Communications Inc.
AT&T
AT&T Mobility
Center Point Energy
CenturyLink
Cisco Systems Capital Corporation
City of Eden Prairie
Comcast
Dish Network
Genesys Conferencing
Global Capacity Group Inc.
IEX Corporation
Inova Solutions
Intercall
Intervoice Inc.

Level 3 Communications LLC
MediaCom
Micro-Tel Center
MidAmerican Energy
Sprint
Time Warner Cable
Time Warner Telecom
Verizon
Verizon Business
Verizon California
Verizon Wireless
Waste Management
Waterloo Water Works
Xcel Energy

Consolidated Top 50 Creditors

Aegis Usa Inc.
Alan Gardner
Allstate Insurance
Ambac Assurance Corp
Assured Guaranty Corp.
BNYMellon
Boilermaker Blacksmith National Pension Trust
Brian Kessler, et al
Cambridge Place Investment Management Inc.
Credstar
Deutsche Bank AG, New York
Deutsche Bank Trust Company Americas
Don E. Diane M. Patterson
Donna Moore
Emortgage Logic
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Housing Finance Agency
Financial Guaranty Insurance Co.
Huntington Bancshares Inc.
Indecom Global Services
Iowa Public Employees Retirement System
Lehman Brothers Holdings, Inc.
Loan Value Group
Massachusetts Mutual Life Insurance Company
MBIA, Inc.
Midwest Operating Engineers Pension Trust Fund
National Credit Union Administration Board
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Orange County Employees Retirement System
Police and Fire Retirement System of the City of Detroit
Sealink Funding Limited
Steven And Ruth Mitchell
Stichting Pensioenfonds ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
Thrivent Financial for Lutherans

Tiffany Smith
US Bank
Wells Fargo & Company
Wells Fargo Bank N.A.
West Virginia Investment Management Board
Western & Southern

Members of the Creditors' Committee

Allstate Life Insurance Company
AIG Asset Management (U.S.), LLC
The Bank of New York Mellon Trust Company, N.A.
Deutsche Bank Trust Company Americas
Drennen, Rowena L.
Financial Guaranty Insurance Company
MBIA Insurance Corporation
U.S. Bank National Association
Wilmington Trust, N.A.

Rule 2004 Motion Parties

AlixPartners
Cerberus Capital Management, L.P.
Cerberus FIM Investors LLC
Cerberus FIM, LLC
FIM Holdings LLC
General Motors Company
Gibbs & Bruns, LLP
GMAC Bank
GMAC Commercial Finance, LLC
GMAC LLC
GMAC Mortgage Group, LLC
Houlihan Lokey
IB Finance Holding Company, LLC
Kelly Drye & Warren LLP
Kramer Levin et al
Moelis & Company
Morrison Cohen LLP
National Motors Bank FSB
Ropes & Gray LLP
White & Case

EXHIBIT 2

Exhibit 2 - List of Connections with Interested Parties ¹

Name Searched	Category of Party in Interest	Comments and Status
ABN AMRO Mortgage Group, Inc.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Aegis USA	Top 50 Creditors	Chadbourne & Parke represents the interested party in a matter unrelated to the Debtors' chapter 11 cases.
Aegon USA Realty Advisors	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases. The partners principally involved in representing this client will not be involved in Chadbourne's proposed representation of the Examiner.
AIG Asset Management (U.S.) LLC	Member of the Creditors' Committee	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
AlixPartners	Rule 2004 Motion Parties	Chadbourne & Parke represents the Creditors' Committee in the Tribune Company, et al. chapter 11 cases in which AlixPartners is the Committee's financial advisor.
Allstate Life Insurance Company	Member of the Creditors' Committee/ Top 50 Creditors/ Parties to Litigation	Chadbourne & Parke represents the interested party in a matter unrelated to the Debtors' chapter 11 cases.
Bank of America, N.A.	Depositing Banks	Chadbourne & Parke represents related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Banc of America Funding Banc of America Funding (various trusts)	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Banc of America Mortgage Capital Corporation		
Banco Popular North America	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents a related affiliate in a matter unrelated to the Debtors' chapter 11 cases.
The Bank of New York Mellon Trust Company, NA	Member of the Creditors' Committee/ Top 50 Creditors/ HELLOC Investors/ Bondholders/ Depositing Banks/ Servicing Counterparties (Trustees)	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.

BNY Midwest Trust Company	Servicing Counterparties (Trustees)	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Banknorth Mortgage	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents a related affiliate in matters unrelated to the Debtors' chapter 11 cases.
Bank of Nova Scotia	Bondholders	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Barclays Bank PLC	Parties to Funding Agreements/ Consultants & Professionals	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Barclays Capital Inc.	Bondholders	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Bayview Acquisitions LLC	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents a related affiliate in matters unrelated to the Debtors' chapter 11 cases.
Bayview Financial Asset Trust		
Bayview Financial Property Trust		
Bayview Financial Securities Company LLC		
Bayview Financial Trading Group, L.P.		
Bayview Financial, L.P.		
Chase Bank of Texas	Servicing Counterparties (Trustees)	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Chase Manhattan Mortgage Corp.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Citibank, N.A.	Depositing Banks/ Parties to Funding Agreements/ Servicing Companies (Trustees)	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases. In addition, Chadbourne & Parke has certain revolving credit facilities outstanding with Citibank, N.A.
Citigroup Global Markets, Inc.	Bondholders	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.

Citi Financial Mortgage Co., Inc. Citibank (West), FSB Citigroup Global Markets Realty Corp. Citigroup Mortgage Loan Trust Citi Mortgage	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented the interested parties or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Credit Suisse First Boston Mortgage Securities Corp.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Credit Suisse Securities (USA) LLC	Bondholders	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Cuna Mutual Group Mortgage Insurance Corporation	Servicing Counterparties (Mortgage and Monoline Insurers)	Chadbourne & Parke represents or has represented the interested party in matters unrelated to the Debtors' chapter 11 cases.
Deloitte & Touche	Consultants & Professionals	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Deutsche Bank National Trust Company	Servicing Companies (Trustees)/ HELOC Investors	Chadbourne & Parke represents the Creditors' Committee in the Tribune Company, et al. chapter 11 cases in which Deutsche Bank Trust Companies of America is a member of the Committee. Chadbourne & Parke also represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Deutsche Bank Trust Companies of America	Depositing Banks/ Member of the Creditors' Committee/ Top 50 Creditor/ Parties to Funding Agreements/ Servicing Companies (Trustees)	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Deutsche Bank Securities	Bondholders	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Deutsche Zentral- genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York Branch	Parties to Litigation	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.

Deutsche Bank AG New York Branch	Top 50 Creditors/ Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Deutsche Alt-A Securities, Inc. Deutsche Mortgage Securities	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Evercore	Consultants & Professionals	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
First Trust Savings Bank	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents a related affiliate in a matter unrelated to the Debtors' chapter 11 cases.
Fortress Investment Group, LLC	Consultants & Professionals	Chadbourne & Parke represents the interested party in a matter unrelated to the Debtors' chapter 11 cases. This engagement does not involve Ally Financial Inc., Cerberus Capital Management, L.P. or any other Rule 2004 Motion Party. The partners principally involved in representing this client will not be involved in Chadbourne's proposed representation of the Examiner.
General Electric Mortgage Insurance Corporation	Servicing Counterparties (Mortgage and Monoline Insurers)	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
GE Capital Consumer Card Co. GE Mortgage Services	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.

Goldman Sachs & Co.	Bondholders	Chadbourne has represented and currently represents Goldman Sachs & Co. and certain of its affiliates and subsidiaries (collectively, "Goldman") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from Goldman were greater than 1%, but did not exceed 2%, of Chadbourne's revenue for fiscal year 2011. The partners principally involved in Chadbourne's representation of Goldman will not be involved in Chadbourne's proposed representation of the Examiner.
Goldman Sachs International	Bondholders	Chadbourne has represented and currently represents Goldman Sachs & Co. and certain of its affiliates and subsidiaries in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from Goldman were greater than 1%, but did not exceed 2%, of Chadbourne's revenue for fiscal year 2011. The partners principally involved in Chadbourne's representation of Goldman will not be involved in Chadbourne's proposed representation of the Examiner.
Goldman Sachs Mortgage Company	Other Counterparties to Servicing Agreements	Chadbourne has represented and currently represents Goldman Sachs & Co. and certain of its affiliates and subsidiaries in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from Goldman were greater than 1%, but did not exceed 2%, of Chadbourne's revenue for fiscal year 2011. The partners principally involved in Chadbourne's representation of Goldman will not be involved in Chadbourne's proposed representation of the Examiner.
Greenwich Capital Acceptance Inc. Greenwich Capital Financial Products, Inc. Greenwich Universal Portfolio	Other Counterparties to Servicing Agreements	Chadbourne is now part of The Royal Bank of Scotland plc; Chadbourne & Parke represents or has represented related affiliates of The Royal Bank of Scotland plc in matters unrelated to the Debtors' chapter 11 cases.
HSBC Bank USA, National Association	Servicing Counterparties (Trustees)	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases. In addition, Chadbourne & Parke is the account party on a certain letter of credit issued by HSBC Bank (or commonly controlled affiliate).
HSH Nordbank AG	Parties to Litigation	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.

ING Bank, FSB	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases. The partners principally involved in representing this client will not be involved in Chadbourne's proposed representation of the Examiner.
JP Morgan Chase Bank, NA	HELOC Investors/ Depositing Banks/ Servicing Counterparties (Trustees)	Chadbourne & Parke represents the Creditors' Committee in the Tribune Company, et al. chapter 11 cases in which JP Morgan Chase is a member of the Committee. Chadbourne & Parke also represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases. In addition, Chadbourne & Parke has certain revolving credit and term loan facilities with JP Morgan Chase Bank, N.A.
JP Morgan Clearing Corp., JP Morgan Securities LLC	Bondholders	Chadbourne & Parke represents related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Lehman Brothers Holdings, Inc.	Top 50 Creditors	Chadbourne & Parke represented Lehman Brother Holdings Inc. (LBHI), not in its individual capacity, but solely in its capacity as successor agent under a certain construction loan agreement. Other counsel represented LBHI in its individual capacity as lender under that agreement. This engagement was entirely unrelated to the Debtors or these Chapter 11 cases and was terminated in March 2012. Chadbourne & Parke no longer represents this former client.
Lehman Brothers Bank, FSB Lehman Capital Shearson Lehman Government Securities	Other Counterparties to Servicing Agreements	Chadbourne & Parke represented LBHI, not in its individual capacity, but solely in its capacity as successor agent under a certain construction loan agreement. Other counsel represented LBHI in its individual capacity as lender under that agreement. This engagement was entirely unrelated to the Debtors or these Chapter 11 cases and was terminated in March 2012. Chadbourne & Parke no longer represents this former client.

M&T Bank	Depositing Banks	Chadbourne & Parke represents and has represented the interested party in matters unrelated to the Debtors' chapter 11 cases.
Macquarie Mortgages USA, Inc.	HELOC Investors/ Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Macquarie Mortgage Funding Trust 2007-1	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Marine Bank	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents a related affiliate in a matter unrelated to the Debtors' chapter 11 cases.
Massachusetts Mutual Life Insurance Company	Parties to Litigation/ Top 50 Creditors	Chadbourne & Parke represents or has represented the interested party in a matter unrelated to the Debtors' chapter 11 cases.
Mellon Bank	Other Counterparties to Servicing Agreements	Mellon Bank now part of Bank of New York; Chadbourne & Parke represents or has represented related affiliates of Bank of New York Mellon in matters unrelated to the Debtors' chapter 11 cases.
Mercer	Consultants & Professionals	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Merrill Lynch Bank & Co. Merrill Lynch Hunton Paige	Other Counterparties to Servicing Agreements	Chadbourne & Parke has represented related affiliates in matters unrelated to the Debtors' Chapter 11 cases.
Merrill Lynch Mortgage Capital Merrill Lynch Mortgage Holdings Merrill Lynch Mortgage Investors Merrill Lynch Mortgage Lending	Bondholders	Chadbourne & Parke has represented related affiliates in matters unrelated to the Debtors' Chapter 11 cases.
Merrill Lynch Safekeeping	Other Counterparties to Servicing Agreements	Chadbourne has represented and currently represents certain affiliates and subsidiaries of Metropolitan Life Insurance Company (collectively, "MetLife") in various matters entirely unrelated to the Debtors or these chapter 11 cases. Fees collected from MetLife were greater than 1%, but did not exceed 2%, of Chadbourne's revenue for fiscal year 2011. The partners principally involved in Chadbourne's representation of MetLife will not be involved in Chadbourne's proposed representation of the Examiner.
Moelis & Company	Rule 2004 Motion Parties	Chadbourne & Parke represents the Creditors' Committee in the Tribune Company, et al. chapter 11 cases in which Moelis & Company is the Committee's investment banker.

Morgan Stanley & Co. LLC	Bondholders	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Morgan Stanley Capital I Inc. Morgan Stanley Mortgage Capital Inc.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Morgan Stanley Mortgage Loan Trust 2005-3 AR		
Nomura Asset Acceptance Corp. Nomura Credit & Capital, Inc. Nomura Home Equity Loan, Inc.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents a related affiliate in a matter unrelated to the Debtors' chapter 11 cases.
Oppenheimer & Co., Inc.	Bondholders	Chadbourne & Parke represents a related affiliate in matters unrelated to the Debtors' chapter 11 cases.
Paulson & Co. Inc.	Bondholders	Leslie J. Schreyer, a Chadbourne & Parke partner, is an investor in a fund managed by Paulson & Co., Inc. He is also a trustee and/or director of a trustee company which has small investments in that fund. Mr. Schreyer will not be involved in Chadbourne's proposed representation of the Examiner.
PNC Bank, N.A. PNC Mortgage Securities Corp.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents related affiliates in matters unrelated to the Debtors' chapter 11 cases.
PricewaterhouseCoopers	Consultants & Professionals	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Radian Asset Assurance Inc.	Servicing Counterparties (Mortgage and Monoline Insurers)	As an incidental part of an overall representation on matters otherwise unrelated to debtors' chapter 11 cases, Chadbourne represents the interested party in its capacity as a reinsurer with respect to certain ordinary course exposures ceded to it by FGIC (which is itself an interested party) that relate, in part, to policies insuring ResCap or certain ResCap transactions.
RBC Capital Markets ³	Bondholders	Chadbourne & Parke represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
RBS Citizens, National Assoc.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11.

Scottish Re	Affiliate of Rule 2004 Motion Party	Chadbourne had represented Scottish Re (an affiliate of Cerberus Capital Management, L.P.) in a certain discrete insurance law matter that was entirely unrelated to the Debtors or these chapter 11 cases. This representation ended approximately one year ago. Chadbourne no longer represents this former client.
Sidley Austin LLP	Consultants & Professionals	Chadbourne & Parke represents the Creditors' Committee in the Tribune Company, et al. chapter 11 cases in which Sidley Austin represents the Debtors.
Silver Point Capital, L.P.	Bondholders	Chadbourne & Parke represents a lender steering committee, unrelated to the Debtors' chapter 11 cases, in which Silver Point is a member.
Skadden, Arps, Slate, Meagher & Flom LLP	Consultants & Professionals	Chadbourne & Parke represents or has represented the interested party in matters unrelated to the Debtors' chapter 11 cases.
Sprint	Utilities	Chadbourne & Parke represents certain current and former officers and directors of Sprint Nextel Corp. in connection with the defense of several derivative lawsuits filed in New York and Kansas.
State Street Bank and Trust Company	Depositing Banks	Chadbourne & Parke represents the interested party in a matter unrelated to the Debtors' chapter 11 cases.
Syncora Guarantee Inc.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents the interested party in matters unrelated to the Debtors' chapter 11 cases.
Taconic Capital Advisors, L.P.	Bondholders	Chadbourne & Parke represents the interested party in a matter unrelated to the Debtors' chapter 11 cases.
Teachers Insurance and Annuity Association of America	Landlord and Tenants	Chadbourne & Parke represents the interested party in a matter unrelated to the Debtors' chapter 11 cases. The partners principally involved in representing this client will not be involved in Chadbourne's proposed representation of the Examiner.
Time Warner Cable	Utilities	Chadbourne & Parke represents a related affiliate in a matter unrelated to the Debtors' chapter 11 cases.
Time Warner Telecom	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents a related affiliate in a matter unrelated to the Debtors' chapter 11 cases.
The Travelers Indemnity Company		

UBS Financial Services	Bondholders	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
UBS Securities LLC	Bondholders	Chadbourne & Parke represents or has represented the interested party in matters unrelated to the Debtors' chapter 11 cases.
UBS Real Estate Securities UBS Warburg Real Estate Securities Inc.	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
UBS Warburg, LLC		
U.S. Bank National Association	HELOC Investors/ Depositing Banks/ Member of the Creditors' Committee/ Top 50 Creditors/ Parties to Funding Agreements/ Servicing Counterparties (Trustees)	Chadbourne & Parke represents a related affiliate in matters unrelated to the Debtors' chapter 11 cases.
Veridian Credit Union f/k/a John Deere Community Credit Union	Landlords and Tenants	Chadbourne & Parke has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Verizon	Utilities	Chadbourne & Parke represents the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Verizon Business Verizon California Verizon Wireless	Utilities	Chadbourne & Parke has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Wachovia Bank, N.A.	HELOC Investors/ Depositing Banks/ Other Counterparties to Servicing Agreements	Chadbourne & Parke represents the interested party in a matter unrelated to the Debtors' chapter 11 cases.
Wachovia Mortgage Corporation	Other Counterparties to Servicing Agreements	Chadbourne & Parke represents a related affiliate in a matter unrelated to the Debtors' chapter 11 cases.

Waste Management	Utilities	Chadbourne & Parke represents the interested party in matters unrelated to the Debtors' chapter 11 cases.
Wells Fargo Bank	Parties to Funding Agreements/ HELOC Investors/ Top 50 Creditors/ Servicing Counterparties (Trustees)	Chadbourne & Parke represents the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
White & Case	Rule 2004 Motion Party	Chadbourne had represented White & Case LLP in a certain discrete insurance law matter that was entirely unrelated to the Debtors or these chapter 11 cases but does not currently represent White & Case LLP. In addition, Chadbourne and White & Case LLP are both shareholders in Bar Assurance and Reinsurance, Ltd., a captive insurance company that provides professional liability and malpractice insurance for its shareholder law firms.
Wilmington Trust, N.A.	Member of the Creditors' Committee/ Servicing Counterparties (Trustees)	Chadbourne & Parke represents the Creditors' Committee in the Tribune Company, et al. chapter 11 cases in which Wilmington Trust is a member of the Committee.
Xcel Energy	Utilities	Chadbourne & Parke represents the interested party in a matter unrelated to the Debtors' chapter 11 cases.

¹ Brittney Renzulli, a Chadbourne & Parke summer associate, interned with District Court Judge George B. Daniels in the Southern District of New York from January 2012 to May 2012. Charles K. O'Neill, a Chadbourne & Parke partner, sits on the Board of Directors of the Fordham Law Alumni Association with Bankruptcy Judge Stuart Bernstein and former Bankruptcy Judge Arthur Gonzalez.

² Victor Charles, brother of a Chadbourne & Parke associate Cassandra Charles, has held the position of Chief Bank Information Technology Regulatory Compliance Architect at MetLife Bank from June 2011 to present.

³ Victor Charles, brother of a Chadbourne & Parke associate Cassandra Charles, held the position of Regulatory Compliance Officer at RBC Capital Markets from March 2009 to November 2010.